



DECLARATION AND POWER OF ATTORNEY

a below named inventor(s), I declare that:

My residence, post office address and citizenship are as stated below next to my name, that I believe I am the original, first, and sole inventor (if only one name is listed below) or an original, first, and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention or design entitled MULTI-STAGE OPTICAL AMPLIFIER AND BROADBAND COMMUNICATION SYSTEM, the specification of which (check one):

___ is attached hereto; or

X was filed on December 10, 2001 as Application Serial No.

10/014,839 and was amended on _____ (if applicable);

that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above; and that I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56.

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application(s) in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to us to be material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application(s) and the national or PCT international filing date of this application:

<u>Application Serial Number</u>	<u>Date</u>	<u>Status</u>
09/471,747	12/23/1999	Pending
09/471,753	12/23/1999	Pending
09/719,591	12/12/2000	Pending

We hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

None
(Application No.)

None
(Filing Date)

I hereby appoint:

Practitioners at Customer Number



all of the firm of Baker Botts L.L.P., our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities.

Send Correspondence To:

Baker Botts L.L.P.
2001 Ross Avenue, Suite 600
Dallas, Texas 75201-2980

Direct Telephone Calls To:

Douglas M. Kubehl
at (214) 953-6486
Atty. Docket No. 069204.0177

We declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of sole inventor:
Inventor's signature


MOHAMMED N. ISLAM

Date

3/25/02

Residence (City, County, State)

Allen, Collin County, Texas

Citizenship

United States of America

Post Office Address

907 Twin Creeks Drive
Allen, Texas 75013



Inventor(s): Mohammed N. Islam

Attorney's Docket: 20434-753 (069204.0177)

Title: MULTI-STAGE OPTICAL AMPLIFIER AND BROADBAND COMMUNICATION SYSTEM

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS
(37 CFR 1.9(f) & 1.27(c)) – SMALL BUSINESS CONCERN**

I hereby declare that I am an official of the small business concern empowered to act on behalf of the concern identified below:

Name of Small Business Concern: Xtera Communications, Inc.
Address of Small Business Concern: 500 West Bethany Drive
Allen, Texas 75013-3704

I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 CFR 121.12, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees to the United States Patent and Trademark Office, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention MULTI-STAGE OPTICAL AMPLIFIER AND BROADBAND COMMUNICATION SYSTEM by inventor Mohammed N. Islam described in the specification filed December 10, 2001 as Application Serial No. 10/014,839.

If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights in the invention is listed below, and no rights to the invention are held by any person, other than the inventor, who would not qualify as an independent inventor under 37 CFR 1.9(c) if that person made the invention, or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d), or a nonprofit organization under 37 CFR 1.9(e):

NONE

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or my maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Name of Person Signing: Jon W. Bayless
Title of Person if other than owner: President and Chief Executive Officer
Address of Person Signing: 500 West Bethany Drive
Allen, Texas 75013-3704

Signature:

Date:

March 26, 2002

ASSIGNMENT

WHEREAS, I, the undersigned sole or joint inventor(s), of residence as listed, having invented certain new and useful improvements as below entitled, for which application for United States Letters Patent is made, said application having been executed on the date set forth below; and

WHEREAS, XTERA COMMUNICATIONS, INC. (hereinafter referred to as "Assignee"), a Delaware Corporation, with an address of 500 West Bethany Drive, Allen, Texas 75013-3704, desires to acquire my entire right, title and interest in and to the invention, and in and to the said application and any Letters Patent that may issue thereon;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I assign to Assignee, all right, title and interest in and to said invention and in and to said application and all patents which may be granted therefor, and all provisionals, divisions, reissues, continuations, continuations-in-part and extensions thereof; and I hereby authorize and request the Commissioner of Patents and Trademarks to issue all patents for said invention, or patents resulting therefrom, insofar as my interest is concerned, to Assignee.

I also assign to Assignee, all right, title and interest to the invention disclosed in said application throughout the world, including the right to file applications and obtain patents, utility models, industrial models and designs for said invention in its own name throughout the world including all rights to publish cautionary notices reserving ownership of said invention and all rights to register said invention in appropriate registries; and I further agree to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such right, title and interest in Assignee.

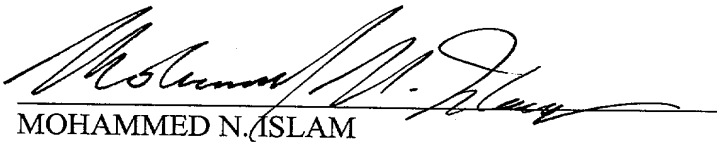
I will communicate to Assignee any facts known to me respecting any improvements; and, at the expense of Assignee, I will testify in any legal proceedings, sign all lawful papers, execute all provisionals, divisional, continuation, continuation-in-part, reissue and substitute applications, make lawful oaths and declarations, and generally do everything possible to vest title in Assignee and to aid Assignee to obtain and enforce proper protection for said invention in all countries.

This Assignment shall be binding on the parties' successors, assigns and legal representatives.

Title of Invention:

***Multi-Stage Optical Amplifier and Broadband
Communication System***

Signature of Sole Inventor:
Inventor's Name:


MOHAMMED N. ISLAM

Residence (City, County, State)

Allen, Collin County, Texas

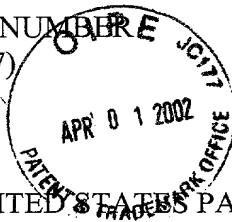
Date Assignment executed:

3/25/02

Date Application executed:

3/25/02

20434-753 (069204.0177)



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of: Mohammed N. Islam
Serial No.: 10/014,839
Filing Date: December 10, 2001
Art Unit: 3662
Confirmation No.: 5056
Title: MULTI-STAGE OPTICAL AMPLIFIER AND
BROADBAND COMMUNICATION SYSTEM

Assistant Commissioner for Patents
Washington, D.C. 20231

Dear Sir:

REVOCATION OF ATTORNEY AND APPOINTMENT
OF NEW ATTORNEYS FOR NON-PROVISIONAL APPLICATION, WITH
CERTIFICATE UNDER 37 CFR 3.73(b)

Xtera Communications, Inc., a Delaware corporation, certifies that it is the assignee in the patent application identified above by virtue of a chain of title from the inventor of the patent application identified above, to the current assignee as shown below:

From: Mohammed Islam
To: Xtera Communications, Inc.
Assignment filed April 1, 2002, a copy of which is attached.

I, Jon Bayless, President and Chief Executive Officer of Xtera Communications, Inc. a Delaware corporation, am empowered to sign this certificate on behalf of the assignee.

I hereby revoke all prior powers of attorney in the subject application and appoint the following as principal attorneys with full power to prosecute this application and transact all business in the United States Patent and Trademark Office connected therewith.

I hereby appoint:



Practitioners at Customer Number 05073

all of the firm of Baker Botts L.L.P., my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities.

Send Correspondence To:

Douglas M. Kubehl

The above-mentioned Customer Number

Direct Telephone Calls To:

Douglas M. Kubehl

at 214.953.6486

Atty. Docket No. 069204.0177

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Xtera Communications, Inc.

March 26, 2002
Date

By: [Signature]
Jon Bayless
President and Chief Executive Officer